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#### IN THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

Claim 1 (Currently Amended) A compound of structural formula I:

$$R^3$$
  $R^2$   $R^1$   $R^2$   $R^1$   $R^2$   $R^3$   $R^2$   $R^4$   $R^4$   $R^4$ 

and pharmaceutically acceptable salts thereof, wherein:

#### R<sup>1</sup> is selected from:

- (1) hydrogen,
- (2) halogen,
- (3) <u>C</u>1-4alkyl,
- (4) <u>-CN</u>,
- (5)  $\underline{-C(O)R^7}$
- (6) -ORd,
- (7) -NR<sup>5</sup>R<sup>6</sup>, and
- (8) cycloheteroalkyl,

wherein: alkyl moieties are unsubstituted or substituted with one, two, or three substituteds independently selected from R<sup>a</sup>, and cycloheteroalkyl moieties are unsubstituted or substituted with one, two, or three substituents independently selected from R<sup>b</sup>;

or R<sup>1</sup> together with R<sup>2</sup> forms a 4 to 7 membered ring, containing 1 or 2 heteroatoms independently selected from nitrogen and oxygen; unsubstituted or substituted on carbon or nitrogen with one, two or three substituents independently selected from R<sup>b</sup>, wherein one or two of the carbon substituents may also be oxo, and wherein the ring is saturated or has one degree of unsaturation.

#### R<sup>1</sup> is selected from:

(1) halogen,

(2) - C1\_6alkyl,

(3) - CN,

(4) - C(0)R<sup>7</sup>.

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(5) ORd,

(6)\_\_\_NR5R6,

(7)  $S(O)_2 R^7$ 

(8) cycloalkyl,

(9) cycloheteroalkyl,

(10) aryl, and

(11) heteroaryl,

wherein each alkyl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from Ra, and each cycloalkyl, cycloheteroalkyl, aryl and heteroaryl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from Rb;

R2 is selected from: -NR5R6, and C1-6alkyl, wherein alkyl moieties are unsubstituted or substituted with one, two, or three substituents independently selected from Ra; or R<sup>2</sup>, together with R<sup>1</sup>, forms a 4 to 7 membered ring, containing 0, 1, or 2 heteroatoms independently selected from nitrogen, oxygen, and sulfur; unsubstituted or substituted on carbon or nitrogen with one, two or three substituents independently selected from Rb, wherein one or two of the carbon substituents may be oxo, and wherein the ring is saturated or has one degree of unsaturation.

#### R<sup>2</sup> is selected from:

- (1) hydrogen,
- (2) NR<sup>5</sup>R6.
- (3)  $-C(O)R^{7}$
- (4) C1\_6alkyl,
- (5) C2-6 alkenyl,
- (6) C2 Galkynyl,
- (7) aryl,
- (8) arylC<sub>1-6</sub>alkyl-;
- (9) arylC2\_6alkenyl,
- (10) heteroaryl,
- (11) heteroarylC<sub>1</sub> 6alkyl-,
- (12) heteroaryIC2\_6alkenyl-,
- (13) cycloalkyl,

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(14) cycloheteroalkyl, and

(15) ORd,

wherein each alkyl, alkenyl, and alkynyl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from R<sup>a</sup>; and each aryl and heteroaryl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from R<sup>b</sup>; and each cycloalkyl and cycloheteroalkyl moiety is unsubstituted or substituted with one, two, three or four substituents independently selected from R<sup>b</sup> and oxo;

or R<sup>1</sup> and R<sup>2</sup> together form a 4 to 7 membered ring, containing 0, 1, or 2 heteroatoms independently selected from nitrogen, oxygen, and sulfur; unsubstituted or substituted on carbon or nitrogen with one, two or three substituents independently selected from R<sup>b</sup>, wherein one or two of the carbon substituents may also be oxo, and wherein the ring is saturated or has one degree of unsaturation;

#### R<sup>3</sup> is selected from:

- (1) hydrogen,
- (2) C<sub>1-6</sub>alkyl,
- (3)  $-C_{1-6}$  alkyloxy,
- (4) trifluoromethyl,
- (5) trifluoromethoxy,
- (6) halo, and
- (7)—C3\_7cycloalkyl,

wherein the alkyl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from R<sup>0</sup>, and the cycloalkyl moiety is unsubstituted or substituted with one to three substituents selected from R<sup>b</sup> and oxo;

#### R4 is selected from:

- (1) hydrogen, and
- (2)  $-CH_2-R^8$ ;

#### R<sup>5</sup> is selected from:

- (1) hydrogen,
- (2) <u>C1-6alkyl</u>,
- (3) trifluoromethyl, and
- (4) methylcarbonyl-

wherein the each alkyl moiety is unsubstituted or substituted with one or two Ra substituents; and

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# R6 is each selected from:

- (1) hydrogen,
- (2) <u>C1-6alkyl</u>,
- (3) phenyl,
- (4) benzyl,
- (5) trifluoromethyl,
- (6)  $-C(O)-R^{C}$
- (7) -CO2Rc, and
- (8)  $-S(O)_2CH_3$ .

wherein each alkyl moiety is unsubstituted or substituted with one or two R<sup>a</sup> substituents, and each phenyl moiety is unsubstituted or substituted with one or two R<sup>b</sup> substituents.

or R<sup>5</sup> and R<sup>6</sup> together form =CH-N(CH<sub>3</sub>)<sub>2</sub>;

# R<sup>5</sup> and R<sup>6</sup> are each independently selected from:

- (1) hydrogen,
- (2)  $-C_{1-10}$ alkyl;
- (3) C2\_10.alkenyl,
- (4) C<sub>2-10</sub>alkynyl;
- (5) aryl,
- (6) arylC<sub>1-4</sub>alkyl-,
- (7) heteroaryl,
- (8) heteroarylC1\_4alkyl,
- (9) cycloalkyl,
- (10) cycloalkylC<sub>1-4</sub>alkyl,
- (11) trifluoromethyl,
- (12) -C(O) Re-
- (13) -CO<sub>2</sub>Re<sub>5</sub>
- (14) C(O)C(O)ORe;
- (15) -C(O)C(O)NReRf,
- (16) S(O)mRe, and
- (17) C(O)N(R<sup>d</sup>)S(O)mR<sup>e</sup>,

wherein each alkyl, alkenyl, alkynyl moiety is unsubstituted or substituted with one or two Ra substituents, and each cycloalkyl, heteroaryl and aryl moiety is unsubstituted or substituted with one or two Rb substituents,

or-R5-and-R6-together-form-CH-N(Re)(Rf);

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# R<sup>7</sup> is selected from:

- (1) hydrogen,
- (2) C<sub>1-10</sub>alkyl,
- (3) C<sub>2-10</sub> alkenyl,
- (4) C2-10alkynyl,
- (5) cycloalkyl,
- (6) cycloalkyl-C<sub>1-10</sub>alkyl-,
- (7) cycloheteroalkyl,
- (8) cycloheteroalkyl-C1-10 alkyl-,
- (9) aryl,
- (10) heteroaryl,
- (11) aryl-C<sub>1-10</sub>alkyl-,
- (12) heteroaryl-C<sub>1-10</sub>alkyl-,
- (13) -ORe,
- (14) -NRdRe,
- (15) -NH(C=O)ORe, and
- (16) -NRdSO<sub>2</sub>Re,

wherein each alkyl, alkenyl, and alkynyl moiety is unsubstituted or substituted with one, two, three or four substituents independently selected from R<sup>a</sup>, and each cycloalkyl, cycloheteroalkyl, aryl and heteroaryl moiety is unsubstituted or substituted with one, two, three or four substituents independently selected from R<sup>b</sup>;

# R8 is selected from:

- (1) hydrogen,
- (2)  $\underline{-(CH_2)_nOC(O)R^e}$
- (3) <u>C1-6alkyl</u>,
- (4) cycloalkyl,
- (5) cycloheteroalkyl,
- (6) phenyl, and
- (7) heteroaryl,

wherein each alkyl moiety is unsubstituted or substituted with one, two, three or four substituents independently selected from R<sup>a</sup>, and each cycloalkyl, cycloheteroalkyl, phenyl and heteroaryl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from R<sup>b</sup>;

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#### R8 is selected from:

- (1) hydrogen,
- (2) -(CH<sub>2</sub>)<sub>n</sub>OC(O)Re,
- (3) C1\_galkyl,
- (4)—C2 galkenyl,
- (5) C2\_salkynyl,
- (6) eycloalkyl,
- (7) cycloalkyl-C<sub>1</sub> galkyl,
- (8) cycloheteroalkyl;
- (9) cycloheteroalkyl-C<sub>1-8</sub> alkyl-,
- (10) aryl,
- (11) heteroaryl,
- (12) aryl-C<sub>1</sub>\_8alkyl, and
- (13) heteroaryl-C1 salkyl-,

wherein each alkyl, alkenyl, and alkynyl moiety is unsubstituted or substituted with one, two, three or four substituents independently selected from R<sup>a</sup>, and each cycloalkyl, cycloheteroalkyl, aryl and heteroaryl moiety is unsubstituted or substituted with one, two, three or four substituents independently selected from R<sup>b</sup>;

# Ar<sup>1</sup> and Ar<sup>2</sup> are each phenyl, either unsubstituted or substituted with one or two substituents independently selected from R<sup>b</sup>;

Ar<sup>1</sup>-and Ar<sup>2</sup> are independently selected from:

- (1) aryl,
- (2) heteroaryl,

wherein each aryl and heteroaryl moiety is unsubstituted or substituted with one, two, three or four substituents independently selected from Rb;

each Ra is independently selected from:

- (1) -ORe,
- (2)  $-NRdS(O)_mR^c$ ,
- (3) -NO<sub>2</sub>,
- (4) halogen,
- (5)  $-S(O)_mR^c$

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- (6) -SRe,
- (7) -S(O)<sub>2</sub>OR<sup>e</sup>,
- (8)  $-S(O)_mNReRf$ ,
- (9) -NReRf,
- (10) -O(CReRf)<sub>n</sub>NReRf,
- (11) -C(O)RC
- (12) -CO<sub>2</sub>Rc,
- (13) -CO<sub>2</sub>(CReRf)<sub>n</sub>CONReRf,
- (14) -OC(O)Rc,
- (15) -CN,
- (16) -C(O)NReRf,
- (17) -NRdC(O)Rc,
- (18) -NRdC(O)ORe,
- (19) -NRdC(O)NRdRe,
- (20) -CRd(N-ORe),
- (21) -CF3,
- (22) -OCF3
- (23) C3\_8cycloalkyl, and
- (24) cycloheteroalkyl;

wherein each cycloalkyl and cycloheteroalkyl moiety is unsubstituted or substituted with one, two or three substituents independently selected from Rh;

# each Rb is independently selected from:

- (1)  $R^a$ ,
- (2) C<sub>1-10</sub>alkyl,
- (3) cycloalkylC<sub>1-4</sub>alkyl-,
- (4) cycloheteroalkylC<sub>1-4</sub>alkyl-,
- (5) aryl,
- (6) arylC<sub>1-4</sub>alkyl-,
- (7) heteroaryl, and
- (8) heteroarylC<sub>1-4</sub>alkyl-,

wherein each cycloalkyl, cycloheteroalkyl, aryl and heteroaryl moiety is unsubstituted or substituted with one, two or three substituents independently selected from R<sup>h</sup>; each R<sup>c</sup> is independently selected from:

(1) hydrogen,

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- (2) C<sub>1-10</sub>alkyl,
- (3) C2-10 alkenyl,
- (4) C<sub>2-10</sub>alkynyl,
- (5) C<sub>1-8</sub> perfluoroalkyl,
- (6) cycloalkyl,
- (7) cycloalkyl-C<sub>1-10</sub>alkyl-,
- (8) cycloheteroalkyl,
- (9) cycloheteroalkyl-C<sub>1-10</sub> alkyl-,
- (10) aryl,
- (11) heteroaryl,
- (12) aryl-C<sub>1-10</sub>alkyl-,
- (13) heteroaryl-C1-10alkyl-, and
- (14) -NR<sup>d</sup>R<sup>d</sup>,

wherein each alkyl, cycloalkyl, cycloheteroalkyl, aryl, and heteroaryl moiety is unsubstituted or substituted with one or two Rh substituents, and each alkyl, cycloalkyl, cycloheteroalkyl may also be substituted on a carbon or sulfur atom with one or two oxo substituents.

- each R<sup>d</sup> is independently selected from hydrogen, C<sub>1-10</sub>alkyl, C<sub>1-10</sub>alkylcarbonyl-, aryl, arylcarbonyl-, arylsulfonyl-, and C<sub>1-10</sub>alkylsulfonyl-; wherein each alkyl and aryl moiety is unsubstituted or substituted with one, two or three substituents independently selected from Rh:
- Re and Rf are independently selected from hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{2-10}$  alkynyl, trifluoromethyl, cycloalkyl, cycloalkyl- $C_{1-10}$  alkyl, cycloheteroalkyl, cycloheteroalkyl- $C_{1-10}$  alkyl, aryl, heteroaryl, aryl- $C_{1-10}$  alkyl, and heteroaryl- $C_{1-10}$  alkyl at each occurrence; or
- when bonded to the same atom, Re and Rf together with the atom to which they are attached form a ring of 5 to 7 members containing 0, 1, or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen; and
- each Re and Rf moiety is unsubstituted or substituted on a carbon or nitrogen atom with one, two or three substituents selected from Rh;

each Rh is independently selected from:

- (1) halogen,
- (2)  $C_{1-10}$ alkyl,
- (3) C3-8cycloalkyl,
- (4) cycloheteroalkyl,
- (5) aryl,

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- (6) arylC<sub>1-4</sub>alkyl-,
- (7) heteroaryl,
- (8) heteroarylC<sub>1-4</sub>alkyl-,
- (9) -OR<sup>i</sup>,
- (10)  $-NRkS(O)_mR^i$ ,
- (11)  $-S(O)_m R^i$
- (12) -SR $^{i}$ ,
- (13)  $-S(O)_2OR^i$ ,
- (14) -NR<sup>i</sup>R<sup>i</sup>,
- (15)  $-O(CR^kR^k)_nNR^iR^i$ ,
- (16)  $-C(O)R^{i}$
- (17)  $-CO_2R^i$ ,
- (18) -CO<sub>2</sub>(CR<sup>k</sup>R<sup>k</sup>)<sub>n</sub>CONR<sup>i</sup>R<sup>i</sup>,
- (19)  $-OC(O)R^{i}$ ,
- (20) -CN,
- (21) -C(O)NRiRi,
- (22) -NRkC(O)Ri,
- (23) -OC(O)NR<sup>i</sup>R<sup>i</sup>,
- (24) -NRkC(O)ORi,
- (25) -NRkC(O)NRiRi,
- (26) -CF3, and
- (27) -OCF3.

# each Ri is independently selected from:

- (1) hydrogen,
- (2) C<sub>1-8</sub>alkyl,
- (3) C2-8alkenyl,
- (4) C2-8alkynyl,
- (5) C<sub>1-6</sub>perfluoroalkyl,
- (6) cycloalkyl,
- (7) cycloalkyl-C<sub>1</sub>-6alkyl-,
- (8) cycloheteroalkyl,
- (9) cycloheteroalkyl-C1-6 alkyl-,
- (10) aryl,
- (11) heteroaryl,

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(12) aryl-C<sub>1-6</sub>alkyl-, and

(13) heteroaryl-C<sub>1-6</sub>alkyl-,

wherein each alkyl, cycloalkyl, cycloheteroalkyl, aryl, and heteroaryl is unsubstituted or substituted with one or two substituents selected from hydroxy, methoxy, acetoxy, halogen, cyano, and trifluoromethyl;

and each alkyl, cycloalkyl, cycloheteroalkyl may be substituted on a carbon or sulfur atom with one or two oxo substituents; and each cycloalkyl, cycloheteroalkyl, aryl and heteroaryl may be substituted with methyl;

each R<sup>k</sup> is independently selected from hydrogen, C<sub>1-10</sub>alkyl, C<sub>1-10</sub>alkylcarbonyl-, arylC<sub>1-3</sub>alkyl-, and arylcarbonyl-, wherein the alkyl and aryl moieties may be unsubstituted or substituted with one, two or three substituents independently selected from hydroxy, methoxy, acetoxy, halogen, trifluoromethyl, cyano, and aryl may also be substituted with methyl;

m is selected from 1 and 2; and n is selected from 1, 2, and 3; or a pharmaceutically acceptable salt thereof.

Claim 2 (Currently Amended) The compound according to Claim 1, wherein; R<sup>3</sup> is selected from:

- (1) hydrogen, and
- (2) methyl;

Ar<sup>1</sup> and Ar<sup>2</sup> are each phenyl, either unsubstituted or substituted with one or two substituents independently selected from R<sup>b</sup>;

each R<sup>a</sup> is independently selected from:

- (1) -ORe,
- (2) halogen,
- (3) -NReRf,
- (4) -C(O)R $^{c}$
- (5) -CO<sub>2</sub>R<sup>c</sup>,
- (6) -OC(O)Rc,
- (7) -CN,
- (8) -CF3, and
- (9) -OCF<sub>3</sub>;

each Rb is independently selected from:

(1)  $R^a$ ,

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- (2) C<sub>1-6</sub>alkyl,
- cycloalkylmethyl-, (3)
- cycloheteroalkylmethyl-, (4)
- (5) phenyl,
- (6) benzyl,
- (7) pyridyl, and
- (8) pyridylmethyl-,

wherein each cycloalkyl, cycloheteroalkyl, phenyl and pyridyl moiety is unsubstituted or substituted with one, two or three substituents independently selected from Rh;

# each R<sup>c</sup> is independently selected from:

- (1) hydrogen,
- (2) C<sub>1-6</sub>alkyl,
- (3) trifluoromethyl,
- (4) C3-7cycloalkyl,
- (5) C3.7cycloalkyl-methyl-,
- (6) cycloheteroalkyl,
- (7) cycloheteroalkyl-methyl-,
- (8) phenyl,
- (9) pyridyl,
- (10) benzyl,
- (11) pyridylmethyl-, and
- (12) -NR<sup>d</sup>R<sup>d</sup>,

wherein each alkyl, cycloalkyl, cycloheteroalkyl, aryl, and heteroaryl moiety is may be substituted with one or two Rh substituents, and each alkyl, cycloalkyl, cycloheteroalkyl may be substituted on a carbon or sulfur atom with one or two oxo substituents;

each Rd is independently selected from hydrogen, and C1-6alkyl; wherein the alkyl group may be unsubstituted or substituted with one or two substituents independently selected from Rh; Re and Rf are independently selected from hydrogen, C1-6alkyl, trifluoromethyl, cycloalkyl,

cycloalkyl-methyl, cycloheteroalkyl, cycloheteroalkylmethyl, phenyl, pyridyl, benzyl, and pyridylmethyl at each occurrence; or

when bonded to the same atom, Re and Rf together with the atom to which they are attached form a ring of 5 to 7 members containing 0, 1, or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen; and

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each Re and Rf moiety may be unsubstituted or substituted on a carbon or nitrogen atom with one, two or three substituents selected from Rh; each Rh is independently selected from:

- (1) halogen,
- (2) C<sub>1-3</sub>alkyl,
- (3) hydroxy,
- (4) methoxy,
- -NRiRi, wherein Ri is selected from hydrogen and methyl,
- (6) methylcarbonyloxy,
- (7) CF3, and
- (8) -OCF3;

or a pharmaceutically acceptable salt thereof.

Claim 3 (Currently Amended) The compound according to Claim 2, wherein R1 is selected from:

- (1) halogen,
- (2) C<sub>1-4</sub>alkyl,
- (3) -CN,
- (4) -COR<sup>7</sup>,
- (5) -ORd,
- (6)  $-NR^5R^6$ , and
- (7) cycloheteroalkyl,

wherein each alkyl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from Ra, and each cycloheteroalkyl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from Rb;

#### R2 is selected from:

- (1) hydrogen,
- (2) NR<sup>5</sup>R<sup>6</sup>,
- (3)  $-C(O)R^{7}$ ,
- (4)  $-C_{1-6}$  alkyl,
- (5)—phenyl,
- (6) pyridyl,
- (7) cycloheteroalkyl,
- (8) ORd,

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wherein each alkyl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from R<sup>a</sup>; and each phenyl and pyridyl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from R<sup>b</sup>; and each eyeloheteroalkyl moiety is unsubstituted or substituted with one, two, three or four substituents independently selected from R<sup>b</sup> and oxo;

or R<sup>1</sup>-and R<sup>2</sup> together form a 4 to 7 membered ring, containing 1, or 2 heteroatoms independently selected from nitrogen and oxygen; unsubstituted or substituted on carbon or nitrogen with one, two or three substituents independently selected from R<sup>b</sup>, wherein one or two of the carbon substituents may also be oxo, and wherein the ring is saturated or has one degree of unsaturation; and pharmaceutically acceptable salts thereof.

Claim 4 (Currently Amended) The compound according to Claim  $\underline{2}$  3, wherein  $\underline{R}^5$  is selected from:

- (1) hydrogen,
- (2) C<sub>1</sub> 6alkyl,
- (3) trifluoromethyl, and
- (4) methylcarbonyl-

wherein the each alkyl-moiety is unsubstituted or substituted with one or two R<sup>a</sup> substituents; and R<sup>6</sup>-is each selected from:

- (1) hydrogen,
- (2) C<sub>1-6</sub>alkyl,
- (3) phenyl;
- (4) benzyl,
- (5) trifluoromethyl;
- (6) -C(O)-Re-
- (7) CO2Re, and
- $(8) S(O)_2CH_2$

wherein each alkyl moiety is unsubstituted or substituted with one or two R<sup>a</sup> substituents, and each phenyl moiety is unsubstituted or substituted with one or two R<sup>b</sup> substituents, or R<sup>5</sup> and R<sup>6</sup> together form =CH N(CH<sub>3</sub>)<sub>2</sub>;

R7 is selected from:

- (1) hydrogen,
- (2) C<sub>1-6</sub>alkyl,
- (3) cycloalkyl,
- (4) cycloheteroalkyl,

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- (5) aryl,
- (6) heteroaryl,
- (7) heteroaryl-C<sub>1-10</sub>alkyl-,
- (8) -ORe,
- (9) -NRdRe, and
- (10) -NH(C=O)ORe,

wherein each alkyl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from R<sup>a</sup>, and each cycloalkyl, cycloheteroalkyl, aryl and heteroaryl moiety is unsubstituted or substituted with an R<sup>b</sup> substituent;

# R8 is selected from:

- (1) hydrogen,
- (2)  $(CH_2)_nOC(O)R^e$ ,
- (3) C<sub>1-6</sub>alkyl,
- (4) cycloalkyl,
- (5) cycloheteroalkyl,
- (6) phenyl, and
- (7) heteroaryl,

wherein each alkyl moiety is unsubstituted or substituted with one, two, three or four substituents independently selected from R<sup>a</sup>, and each cycloalkyl, cycloheteroalkyl, phenyl and heteroaryl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from R<sup>b</sup>;

and pharmaceutically acceptable salts thereof.

Claim 5 (Currently Amended) The compound according to Claim 4, wherein:

# R<sup>1</sup> is selected from:

- (1) halogen,
- (2) C<sub>1-3</sub>alkyl, unsubstituted or substituted with hydroxy or methoxy,
- (3) -CN,
- (4) methyloxycarbonyl-,
- (5) methylcarbonyl-,
- (6) isopropyloxycarbonyl-,
- (7) bromomethylcarbonyl-,
- (8) -C(O)NH2,
- (9) methoxy-,

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(10) -NR5R6, wherein R5 is methyl and R6 is C1-3alkyl, or R5 and R6, together with the nitrogen to which they are attached, form a 5-membered cycloheteroalkyl ring, and (11) cycloheteroalkyl,

R<sup>2</sup> is or C<sub>1-6</sub>alkyl or NR<sup>5</sup>R<sup>6</sup>, wherein R<sup>5</sup> is selected from: hydrogen, methyl, and methylcarbonyl-, and R6 is selected from, hydrogen, methyl benzyl, -C(=O)Rc, and -SO2CH3;

or R<sup>1</sup>-and R<sup>2</sup> together form a 4 to 7 membered ring, selected from:

R<sup>4</sup> is selected from:

- hydrogen, (1)
- C<sub>1-5</sub>alkyl,
- benzyl, (3)
- (4) pyridylmethyl-,
- cycloalkyl-methyl-, (5)
- cycloheteroalkyl-methyl-,

wherein each alkyl moiety is unsubstituted or substituted with one, two, three or four substituents independently selected from Ra; and each cycloalkyl, cycloheteroalkyl, phenyl and pyridyl moiety is unsubstituted or substituted with one, two, or three substituents independently selected from Rb;

Ar1 is phenyl, substituted with one or two substituents independently selected from halogen and methyl:

Ar<sup>2</sup> is phenyl, either unsubstituted or substituted with one or two halogen substituents; or a pharmaceutically acceptable salt thereof.

Claim 6 (Currently Amended) The compound according to Claim 12, of structural formula IA:

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wherein  $R^1$ ,  $R^2$ , and  $R^4$  are as defined in Claim  $\underline{1}$  2; and pharmaceutically acceptable salts thereof.

Claim 7 (Currently Amended) A compound selected from:

N-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

3-acetyl-4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-1,8-naphthyridin-2(1H)-one; N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-(1-hydroxyethyl)-1-methyl-2-oxo-1,2-dihydro-1,8-

naphthyridin-4-yllacetamide;

4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-1,8-naphthyridin-2(1H)-one;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yllacetamide;

9 (4 chlorophenyl)-8-(2,4-dichlorophenyl) 2,4,4,6 tetramethyl 4,6 dihydro-5*H*-[1,3]oxazino[5,4-e]-1,8-naphthyridin-5-one;

N-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-ethyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

N [3-acetyl-6 (4-chlorophenyl)-7 (2,4-dichlorophenyl)-1,5-dimethyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

3-acetyl-4-(benzylamino)-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-1,8-naphthyridin-2(1*H*)-one;

3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-4-(dimethylamino)-1-methyl-1,8-naphthyridin-2(1*H*)-one;

N'-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]-N.N-dimethylurea;

*N*-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]-*N*-methylacetamide;

N-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]-2-methoxyacetamide;

N-[3-acetyl-1-benzyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

N-[3-acetyl-6-(4-chlorophenyl)-1-(cyclopropylmethyl)-7-(2,4-dichlorophenyl)-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

N-[3-acetyl-1-butyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

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*N*-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

N-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-(2-methoxyethyl)-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

*N*-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-2-oxo-1-(tetrahydrofuran-2-ylmethyl)-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

2-{[3-acetyl-4-(acetylamino)-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-2-oxo-1,8-naphthyridin-1(2*H*)-yl]methyl}pyridinium trifluoroacetate;

3-{[3-acetyl-4-(acetylamino)-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-2-oxo-1,8-naphthyridin-1(2*H*)-yl]methyl}pyridinium trifluoroacetate;

2-[3-acetyl-4-(acetylamino)-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-2-oxo-1,8-naphthyridin-1(2H)-yl]ethyl acetate;

N-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-(2,4-dimethoxybenzyl)-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

4-{[3-acetyl-4-(acetylamino)-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-2-oxo-1,8-naphthyridin-1(2*H*)-yl]methyl}pyridinium trifluoroacetate;

*N*-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-2-oxo-1-propyl-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

*N*-[3-acetyl-7-(2-chlorophenyl)-6-(4-chlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

N-[3-acetyl-7-(2-chlorophenyl)-6-(4-chlorophenyl)-1-isobutyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

N-(1-(2,4-dimethoxybenzyl)-3-acetyl-7-(2,4-dichlorophenyl)-6-(4-chlorophenyl)-1,2-dihydro-2-oxo-1,8-naphthyridin-4-yl)-N-acetylacetamide;

*N*-(1-(2,4-dimethoxybenzyl)-7-(2,4-dichlorophenyl)-6-(4-chlorophenyl)-1,2-dihydro-2-oxo-1,8-naphthyridin-4-yl)-*N*-acetylacetamide;

*N*-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

*N*-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-(2-hydroxyethyl)-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

*N*-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]methanesulfonamide;

2-{[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]amino}-2-oxoethyl acetate;

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N-[3-acetyl-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]-2-hydroxyacetamide;

N-[3-acetyl-7-(2,4-dichlorophenyl)-1-methyl-6-(4-methylphenyl)-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

N-[3-acetyl-7-(4-chlorophenyl)-6-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

1 acetyl 8 (4 chlorophenyl) 7 (2,4 dichlorophenyl) 3 hydroxy 5 methyl 1,5 dihydro 4*H* pyrrolo[3,2-c]-1,8-naphthyridin 4 one;

*N*-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1,3-dimethyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]propanamide;

*N*-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-ethyl-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]butanamide;

4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1,3-dimethyl-1,8-naphthyridin-2(1H)-one;

*N*-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1,3-dimethyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-1,8-naphthyridin-2(1H)-one;

*N*-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

*N*-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]-*N*-methylacetamide;

2-{[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]amino}-2-oxoethyl acetate;

2-chloro-*N*-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]-2-methoxyacetamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]-N-ethylurea;

 $\label{eq:N-2-chloro-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]-2-hydroxyacetamide;$ 

 $N^{1}$ -[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]- $N^{2}$ , $N^{2}$ -dimethylglycinamide;

 $N^{1}$ -[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]- $N^{2}$ -methylglycinamide;

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 $N^{1}$ -[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]glycinamide;

4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-ethyl-1-methyl-1,8-naphthyridin-2(1*H*)-one; 4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-isopropyl-1-methyl-1,8-naphthyridin-2(1*H*)-one;

4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-methyl-1-propyl-1,8-naphthyridin-2(1*H*)-one; *N*-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-ethyl-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-isopropyl-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl] acetamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-methyl-2-oxo-1-propyl-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

*N*-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-ethyl-1-isobutyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-(1-methoxyethyl)-1-methyl-1,8-naphthyridin-2(1*H*)-one;

4-amino-3-chloro-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-1,8-naphthyridin-2(1*H*)-one; *N*-[3-chloro-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

4-amino-3-chloro-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-1,8-naphthyridin-2(1*H*)-one; *N*-acetyl-*N*-(3-chloro-7-(2,4-dichlorophenyl)-6-(4-chlorophenyl)-1,2-dihydro-1-isobutyl-2-oxo-1,8-naphthyridin-4-yl)acetamide;

*N*-[3-chloro-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

 $N^{1}$ -[3-chloro-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]- $N^{2}$ , $N^{2}$ -dimethylglycinamide;

2-{[3-chloro-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]amino}-2-oxoethyl acetate;

N-[3-chloro-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]-2-hydroxyacetamide;

N-acetyl-N-(3-chloro-7-(2-chlorophenyl)-6-(4-chlorophenyl)-1,2-dihydro-1-isobutyl-2-oxo-1,8-naphthyridin-4-yl)acetamide;

 $\label{eq:N-2-chlorophenyl} \textit{N-}[3-chloro-7-(2-chlorophenyl)-6-(4-chlorophenyl)-1-isobutyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl] acetamide;$ 

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N-[3-chloro-7-(2-chloro-4-fluorophenyl)-6-(4-chlorophenyl)-1-isobutyl-2-oxo-1,2-dihydro-1,8naphthyridin-4-yllacetamide;

4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-(dimethylamino)-1-methyl-1,8-naphthyridin-2(1H)-one;

N-acetyl-N-(7-(2,4-dichlorophenyl)-6-(4-chlorophenyl)-3-(dimethylamino)-1,2-dihydro-1-methyl-2oxo-1,8-naphthyridin-4-yl)acetamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-(dimethylamino)-1-methyl-2-oxo-1,2-dihydro-1,8naphthyridin-4-yl]acetamide;

4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-[isopropyl(methyl)amino]-1-methyl-1,8naphthyridin-2(1H)-one;

N-(3-(N-isopropyl-N-methylamino)-7-(2,4-dichlorophenyl)-6-(4-chlorophenyl)-1,2-dihydro-1-methyl-2-oxo-1,8-naphthyridin-4-yl)-N-acetylacetamide;

N-{6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-[isopropyl(methyl)amino]-1-methyl-2-oxo-1,2dihydro-1.8-naphthyridin-4-yl}acetamide;

N-acetyl-N-(7-(2,4-dichlorophenyl)-6-(4-chlorophenyl)-1,2-dihydro-1-methyl-2-oxo-3-(pyrrolidin-1yl)-1,8-naphthyridin-4-yl)acetamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-3-pyrrolidin-1-yl-1,2-dihydro-1,8naphthyridin-4-yl]acetamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-methoxy-1-methyl-2-oxo-1,2-dihydro-1,8naphthyridin-4-yl]acetamide;

N-acetyl-N-(7-(2,4-dichlorophenyl)-6-(4-chlorophenyl)-1,2-dihydro-1-isobutyl-3-methoxy-2-oxo-1,8naphthyridin-4-yl)acetamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methoxy-2-oxo-1,2-dihydro-1,8naphthyridin-4-vllacetamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methyl-2-oxo-1,2-dihydro-1,8naphthyridin-4-yll-N,N-dimethylimidoformamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-ethyl-1-isobutyl-2-oxo-1,2-dihydro-1,8naphthyridin-4-yl]-N,N-dimethylimidoformamide;

N-[3-chloro-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-2-oxo-1,2-dihydro-1,8naphthyridin-4-yl]-N,N-dimethylimidoformamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-isobutyl-3-methoxy-2-oxo-1,2-dihydro-1,8naphthyridin-4-yl]-N,N-dimethylimidoformamide;

N-[6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-(1-methoxyethyl)-1-methyl-2-oxo-1,2-dihydro-1,8naphthyridin-4-yl]acetamide;

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9 (4 chlorophenyl) 8 (2,4 dichlorophenyl) 2,4,6 trimethyl 4,6 dihydro 5H [1,3]oxazino[5,4 e] 1,8 naphthyridin 5 one;

6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-3-isopropyl-1-methyl-4-(methylamino)-1,8-naphthyridin-2(1*H*)-one;

3-benzyl-9 (4-chlorophenyl) 8 (2,4-dichlorophenyl) 2,4,6-trimethyl-4,6-dihydropyrimido[5,4-e] 1,8-naphthyridin-5(3/I)-one;

methyl 4-(acetylamino)-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridine-3-carboxylate;

methyl 4-(*N*-acetylacetamido)-7-(2,4-dichlorophenyl)-6-(4-chlorophenyl)-1,2-dihydro-1-methyl-2-oxo-1,8-naphthyridine-3-carboxylate;

isopropyl 4-(acetylamino)-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridine-3-carboxylate;

ethyl 4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridine-3-carboxylate;

4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridine-3-carboxamide;

4-(acetylamino)-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-*N*,*N*,1-trimethyl-2-oxo-1,2-dihydro-1,8-naphthyridine-3-carboxamide;

9-(4-chlorophenyl)-8-(2,4-dichlorophenyl)-3-isopropyl-2,6-dimethylpyrimido[5,4-e]-1,8-naphthyridine-4,5(3*H*,6*H*)-dione;

4-amino-6-(4-chlorophenyl)-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridine-3-carbonitrile;

N-[6-(4-chlorophenyl)-3-cyano-7-(2,4-dichlorophenyl)-1-methyl-2-oxo-1,2-dihydro-1,8-naphthyridin-4-yl]acetamide;

and pharmaceutically acceptable salts thereof.

Claims 8 – 12 (canceled)

Claim 13 (original) A composition comprising a compound according to Claim 1 and a pharmaceutically acceptable carrier.

Claims 14-17 (canceled).